

refreshingly different



LEMON TREE HOTELS LIMITED

CIN No.: U74899DL1992PLC049022

Regd. Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037
T +91 11 4605 0101 E hi@lemontreehotels.com www.lemontreehotels.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra ordinary General Meeting of the shareholders of Lemon Tree Hotels Limited will be held on Thursday, the 31st day of March, 2016 at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 at 4.30 P.M. to transact the following businesses:

SPECIAL BUSINESS:

1. To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with the applicable rules, regulations thereto, and the Articles of Association of the Company and subject to such other necessary approvals, if any, consent of the members be and is hereby accorded to offer, issue and allot, on preferential basis such no.(s) of Equity Shares of the face value Rs.10/- each to the following entity on preferential basis at an issue price of Rs 21.50/- each as per the details mentioned in the table herein below:

Sr. No.	Name & Address of the Proposed allottees	No. of Shares (Face value of Rs. 10/- per share)	Amount (In Rs.)
1	Spank Management Services P Ltd B-6/17, Safdarjung Enclave, New Delhi-110029	28,20,248	6,06,35,332/-
2	Ms. Mandira Kumar 6, Silver Oaks, 4, Cornwell Road, Bangalore-560025	300,000	64,50,000/-
	Total	31,20,248	6,70,85,332/-

RESOLVED FURTHER THAT the aforementioned issue and allotment shall be made on following terms and conditions:

1. The Equity Shares shall be allotted in favour of the subscribing entity/person against receipt of the subscription price, which shall be paid by the subscribing entity/person on or before expiry of 180 days from the date of passing of special resolution in the general meeting of the Company or such other time as may be extended by the Board.
2. The Equity Shares shall be allotted within sixty (60) days from the receipt of the share application money.
3. These Equity Shares shall rank pari-passu in all respects with the existing fully paid up equity shares of the Company.
4. No fresh offer or invitation shall be made on private placement basis unless the allotments with respect to this offer or invitation have been completed or the offer or invitation has been withdrawn or abandoned by the Company.

RESOLVED FURTHER THAT the Equity Shares may be allotted in favour of the Subscribing entity/person and such shares shall rank pari passu in all respects with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Ms. Suman Singh, AGM & Group Company Secretary of the Company be and are hereby severally authorized to execute all documents, communications and to issue the offer letter and to do all further acts, deeds and things as may be required in this connection including the filings with any governmental Authority and the Registrar of Companies."

2. To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto and the provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Company to grant Employees Stock options to the employees of the Company during the Financial Year 2015-16 upto a revised maximum limit of 57,00,000 (Fifty Seven Lacs) options at an exercise price of Rs. 21.50/- per option and on such other terms and conditions in accordance with the Employee Stock Option Program 2006 duly amended in terms of the applicable provisions of the Companies Act, 2013 ('ESOP Scheme') and in such manner as it may deem fit.

RESOLVED FURTHER THAT in case of any further rights issue, bonus issue or merger, the options granted shall be proportionately adjusted and the above ceiling shall be deemed to be increased accordingly.

RESOLVED FURTHER THAT Mr. Patanjali G. Keswani, Chairman & Managing Director is authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of grant of options under the ESOP Scheme, including the terms and conditions for grant, issue, vesting and exercise of Options and/ or concerning issue of shares, if any, and to do all other acts or things which are necessary, expedient or desirable in this connection.

RESOLVED FURTHER THAT Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Ms. Suman Singh, AGM & Group Company Secretary be and are hereby severally authorized and empowered to file the necessary forms and to do all other acts or things which are necessary, expedient or desirable in this connection to give effect to the above resolution.”

3. To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013(including any re-enactment(s) and amendments(s) made thereunder, if any, for the time being in force) and the applicable rules and regulations thereto and the provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Company to grant Employees Stock options to the employees of the subsidiary/associate company(ies) during the Financial Year 2015-16 upto a revised maximum limit of 39,50,000 (Thirty Nine Lacs Fifty Thousand) options at an exercise price of Rs. 21.50/- per option and on such other terms and conditions in accordance with the Employee Stock Option Program 2006 duly amended in terms of the applicable provisions of the Companies Act, 2013 ('ESOP Scheme') and in such manner as it may deem fit.

RESOLVED FURTHER THAT in case of any further rights issue, bonus issue or merger, the options granted shall be proportionately adjusted and the above ceiling shall be deemed to be increased accordingly.

RESOLVED FURTHER THAT Mr. Patanjali G. Keswani, Chairman & Managing Director is authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of grant of options under the ESOP Scheme, including the terms and conditions for grant, issue, vesting and exercise of Options and/ or concerning issue of shares, if any, and to do all other acts or things which are necessary, expedient or desirable in this connection.

RESOLVED FURTHER THAT Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Ms. Suman Singh, AGM & Group Company Secretary be and are hereby severally authorized and empowered to file the necessary forms and to do all other acts or things which are necessary, expedient or desirable in this connection to give effect to the above resolution."

4. To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Share Capital and Debentures) Rules, 2014, and any other applicable rules, if any, and the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board", which expression shall include the committee thereof) to issue and allot a maximum of 1,12,50,155 /- (One Crore Twelve Lacs Fifty Thousand One Hundred and Fifty Five Only) Equity Shares of face value of Rs. 10/- each of the Company, in one or more tranches, to the Employees (present and future) of the Company and/or its subsidiary/associate company(ies) on exercise of vested options at such exercise price and other terms and conditions in terms of the Employee Stock Option Program/Scheme of the Company ('ESOP Scheme') as amended from time to time and in such manner as it may deem fit.

RESOLVED FURTHER THAT the equity shares may be issued and allotted, either directly or through the ESOP trust, in accordance with the ESOP Scheme of the Company and that it may also envisage providing of further financial assistance to the ESOP Trust upto a maximum of Rs. 25,00,00,000/-(Rupees Twenty Five Crores only) to acquire, purchase and subscribe to the equity shares of the Company as per ESOP Scheme.

RESOLVED FURTHER THAT such equity shares shall rank pari-passu in all respects with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or Share Allotment Committee be and is hereby authorized to do all such acts, deeds and things as are necessary to implement the allotment of the Equity Shares and to execute all documents, communications or filings and to take all necessary steps as may be required in connection with filings with any governmental Authority, including the Registrar of Companies."

5. To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and

amendment(s) made there under, if any, for the time being in force) and the applicable rules thereto, approval of the members be and is hereby accorded to amend the Article 37 of the Articles of Association of the company and the following new Article 37 be substituted in its place:

"37. The Company shall have a Board comprising maximum of fourteen (14) members. Unless otherwise agreed between in writing the Principal Shareholders, the strength of the Board shall be as follows:

- (a) Promoter, in his capacity as Chairman cum Managing Director of the Company;
- (b) two (2) nominee Director nominated jointly by the Promoter and the Promoter Group;
- (c) one (1) nominee Director of Current Investor 1 till such time as Current Investor 1 holds at least 10% of the Equity Share Capital;
- (d) one (1) nominee Director of Current Investor 2 till such time as Current Investor 2 holds at least 10% of the Equity Share Capital;
- (e) (i) two (2) nominee Directors of the Investor Group till such time as the Investor Group holds: (A) at least 25% of the Equity Share Capital; or (B) at least 20% of the Equity Share Capital and is the single largest Shareholder of the Company; and (ii) one (1) nominee Director of the Investor Group till such time as it holds the Minimum Threshold; and
- (f) One (1) nominee Director of APG or an alternate Director or one (1) APG Observer, so long as APG holds more than 7.5% of the Equity Share Capital of the Company (on an APG Fully Diluted Basis).
- (g) remaining shall be directors, including Independent Directors, to be nominated and appointed by the Board.

RESOLVED FURTHER THAT Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Ms. Suman Singh, AGM & Group Company Secretary be and are hereby jointly/severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc and co-ordination with the Registrar of Companies and to comply with all other requirements in this regard."

6. To consider and if thought fit to pass with or without modification, following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in

force) and Articles of Association of the Company and subject to such approvals, permissions, as may be required, consent of the members be and is hereby accorded to the re-appointment of Mr. Patanjali G. Keswani (DIN 00002974) as the Chairman & Managing Director of the Company for a further period from 1st day of January, 2016 to 31st March, 2018 on revised remuneration including perquisites and allowances as detailed herein below:

1. Basic Salary : Rs. 160,20,000/- per annum.
2. House Rent Allowance : The expenditure incurred by the Company on hiring unfurnished accommodation subject to a ceiling of 50% of the salary OR in case no accommodation is provided by the Company, the house rent allowance shall be paid @ Rs. 80,10,000/- per annum.
3. Education Expense : Reimbursement of Education expenses including travel fare, boarding and lodging expenses of 1 (One) child as per actuals subject to maximum of Rs. 65,00,000/- per year for FY 2015-16 to FY 2017-18.
4. Medical Reimbursement : Expenses incurred on self and family on actual basis
5. Gratuity : Half month's salary for each completed year of service
6. Provident Fund : Company shall contribute to Provident fund as per the scheme of the Company

or

Where no such PF contribution is made, then the amount equivalent to Provident Fund be given as part of salary.

7. Telephone : Provision of two telephones at the residence on actuals.
8. Conveyance : Company shall provide a Car (Mercedes or equivalent) with running and maintenance expenses

9. Club facility : Reimbursement of one club bill upto Rs. 125,000/- per year for FY 2015-16 to FY 2017-18.
10. Drivers Salary : As per actual subject to a maximum of Rs. 2,40,000/- per annum.
11. Electricity : Expenses incurred at the residence on actual basis
12. Mobile Telephone expense : Actual expenses to be paid by the company

RESOLVED FURTHER THAT in the event of the Company having no profits or its profits are inadequate during the abovementioned tenure of Chairman & Managing Director, consent of the members be and is hereby also accorded for payment of the remuneration as mentioned hereinabove or such other amount as may be approved by the Central Government, wherever applicable, in accordance with the provisions of Section II of Part II of Schedule V to the Act as amended from time to time.

RESOLVED FURTHER THAT consent of the members be and is hereby severally accorded to Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Ms. Suman Singh, AGM & Group Company Secretary of the Company to take all such steps including filing application for approval of Central Government and filing of forms, as may be necessary to give effect to the aforesaid resolution, with the office of the Registrar of Companies, NCT of Delhi & Haryana. Further, above may be considered as an abstract pursuant to requirement of the Act."

7. To consider and if thought fit to pass with or without modification, following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, and Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required in this regard, consent of the members be and is hereby accorded to the Company to enter and execute conveyance/sale deed(s) for acquiring office space admeasuring approx 27000 sq. ft. in the commercial complex at Sector 60, Gurgaon developed by M/s Toucan Real Estate Private Limited ("Developer/Related Party") for a total consideration upto a maximum of Rs 22 crores on such terms and conditions as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Lalit Sharma, Authorized Signatory be and are hereby severally authorized to execute necessary agreement(s), conveyance/sale

deed(s) for acquisition of the said property developed by the Related Party and to execute other documents in the form and substance as may be finalized and to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose including but not limited to payment of stamp duty charges, transfer charges and any other charges as may be applicable for such acquisition as per the applicable law."

**BY ORDER OF THE BOARD
FOR LEMON TREE HOTELS LIMITED**

DATE: 17.03.2016

PLACE: New Delhi

**SD/-
SUMAN SINGH
AGM & GROUP COMPANY SECRETARY**

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item Nos. 1 to 7 is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need not be a member of the company.** The proxy form duly completed and signed should reach the company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the EGM is enclosed herewith.
3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to submit the attendance slips duly filled in for attending the Meeting. Members holding shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
7. Members holding shares are requested to kindly notify the Company of any change in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item Nos. 1 to 7 of the accompanying Notice.

1. APPROVAL FOR ISSUANCE OF EQUITY SHARES OF COMPANY ON PREFERENTIAL BASIS

The Company is proposing to raise the necessary funds amounting to 6,70,85,332/- (Rupees Six Crore Seventy Lacs Eighty Five Thousand Three Hundred and Thirty Two only) by issuance of total 31,20,248 equity shares of face value of INR 10/- at an issue price of 21.50/- (Face value of INR 10/- and a premium of INR 11.50/-) each on preferential basis by way of issuance of the private placement offer.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014.

(i)	The objects of the issue	To augment the funding requirements of the Company by way of issuance of shares
(ii)	The total number of shares or other securities to be issued	31,20,248 Equity Shares of Face value of INR 10/- each
(iii)	The price or price band at which the allotment is proposed;	INR 21.50/- per share (including premium of INR 11.50/- per share)
(iv)	Justification of the price	The price has been decided on the basis of the valuation report of the M/s MSPA & Company, Chartered Accountants
(v)	The relevant date on the basis of which price has been arrived at;	30 th November, 2015
(vi)	The class or classes of persons to whom the allotment is proposed to be made;	Promoter Company and Friends & Associates
(vii)	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	Intention is to augment the financial resources for the Company through the promoters and friend & associate only by issuance of equity shares of the Company on private placement basis

(viii)	The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer	<p>Shareholding Before the offer:</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td colspan="4">A Promoters holding:</td> </tr> <tr> <td>1</td> <td>Indian:</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Individual</td> <td>5,805,316</td> <td>0.75%</td> </tr> <tr> <td></td> <td>Bodies Corporate</td> <td>236,708,849</td> <td>30.42%</td> </tr> <tr> <td></td> <td>Sub Total</td> <td>242,514,165</td> <td>31.17%</td> </tr> <tr> <td>2</td> <td>Foreign Promoters</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td></td> <td>Sub Total (A)</td> <td>242,514,165</td> <td>31.17%</td> </tr> <tr> <td colspan="4">B Non-Promoters holding:</td> </tr> <tr> <td>1</td> <td>Institutional Investors</td> <td></td> <td></td> </tr> <tr> <td>2</td> <td>Non-Institution:</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Private Corporate Bodies:</td> <td></td> <td></td> </tr> <tr> <td>a)</td> <td>Indian</td> <td>100,751,524</td> <td>12.95%</td> </tr> <tr> <td>b)</td> <td>Foreign</td> <td>369,462,520</td> <td>47.48%</td> </tr> <tr> <td>c)</td> <td>OCB</td> <td>14,463,750</td> <td>1.86%</td> </tr> <tr> <td></td> <td>Directors & Relatives</td> <td>3,239,844</td> <td>0.42%</td> </tr> <tr> <td></td> <td>Indian Public</td> <td>-</td> <td>-</td> </tr> <tr> <td></td> <td>Others (Including NRI's)</td> <td>47,651,052</td> <td>6.12%</td> </tr> <tr> <td></td> <td>Sub Total (B)</td> <td>535,568,690</td> <td>68.83%</td> </tr> <tr> <td></td> <td>TOTAL</td> <td>778,082,855</td> <td>100.00%</td> </tr> </tbody> </table>	S. No.	Category	No. of shares	%	A Promoters holding:				1	Indian:				Individual	5,805,316	0.75%		Bodies Corporate	236,708,849	30.42%		Sub Total	242,514,165	31.17%	2	Foreign Promoters	Nil	Nil		Sub Total (A)	242,514,165	31.17%	B Non-Promoters holding:				1	Institutional Investors			2	Non-Institution:				Private Corporate Bodies:			a)	Indian	100,751,524	12.95%	b)	Foreign	369,462,520	47.48%	c)	OCB	14,463,750	1.86%		Directors & Relatives	3,239,844	0.42%		Indian Public	-	-		Others (Including NRI's)	47,651,052	6.12%		Sub Total (B)	535,568,690	68.83%		TOTAL	778,082,855	100.00%
S. No.	Category	No. of shares	%																																																																															
A Promoters holding:																																																																																		
1	Indian:																																																																																	
	Individual	5,805,316	0.75%																																																																															
	Bodies Corporate	236,708,849	30.42%																																																																															
	Sub Total	242,514,165	31.17%																																																																															
2	Foreign Promoters	Nil	Nil																																																																															
	Sub Total (A)	242,514,165	31.17%																																																																															
B Non-Promoters holding:																																																																																		
1	Institutional Investors																																																																																	
2	Non-Institution:																																																																																	
	Private Corporate Bodies:																																																																																	
a)	Indian	100,751,524	12.95%																																																																															
b)	Foreign	369,462,520	47.48%																																																																															
c)	OCB	14,463,750	1.86%																																																																															
	Directors & Relatives	3,239,844	0.42%																																																																															
	Indian Public	-	-																																																																															
	Others (Including NRI's)	47,651,052	6.12%																																																																															
	Sub Total (B)	535,568,690	68.83%																																																																															
	TOTAL	778,082,855	100.00%																																																																															
		<p>Shareholding after the offer:</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td colspan="4">A Promoters holding:</td> </tr> <tr> <td>1</td> <td>Indian:</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Individual</td> <td>5,805,316</td> <td>0.74%</td> </tr> <tr> <td></td> <td>Bodies Corporate</td> <td>239,529,097</td> <td>30.66%</td> </tr> <tr> <td></td> <td>Sub Total</td> <td>245,334,413</td> <td>31.40%</td> </tr> <tr> <td>2</td> <td>Foreign Promoters</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td></td> <td>Sub Total (A)</td> <td>245,334,413</td> <td>31.40%</td> </tr> <tr> <td colspan="4">B Non-Promoters holding:</td> </tr> <tr> <td>1</td> <td>Institutional Investors</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>2</td> <td>Non-Institution:</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Private Corporate Bodies:</td> <td></td> <td></td> </tr> <tr> <td>a)</td> <td>Indian</td> <td>100,751,524</td> <td>12.90%</td> </tr> <tr> <td>b)</td> <td>Foreign</td> <td>369,462,520</td> <td>47.29%</td> </tr> <tr> <td>c)</td> <td>OCB</td> <td>14,463,750</td> <td>1.85%</td> </tr> <tr> <td></td> <td>Directors & Relatives</td> <td>3,239,844</td> <td>0.41%</td> </tr> <tr> <td></td> <td>Indian Public</td> <td>-</td> <td>-</td> </tr> <tr> <td></td> <td>Others (Including NRI's)</td> <td>47,951,052</td> <td>6.15%</td> </tr> <tr> <td></td> <td>Sub Total (B)</td> <td>535,868,690</td> <td>68.60%</td> </tr> <tr> <td></td> <td>TOTAL</td> <td>781,203,103</td> <td>100.00%</td> </tr> </tbody> </table>	S. No.	Category	No. of shares	%	A Promoters holding:				1	Indian:				Individual	5,805,316	0.74%		Bodies Corporate	239,529,097	30.66%		Sub Total	245,334,413	31.40%	2	Foreign Promoters	Nil	Nil		Sub Total (A)	245,334,413	31.40%	B Non-Promoters holding:				1	Institutional Investors	Nil	Nil	2	Non-Institution:				Private Corporate Bodies:			a)	Indian	100,751,524	12.90%	b)	Foreign	369,462,520	47.29%	c)	OCB	14,463,750	1.85%		Directors & Relatives	3,239,844	0.41%		Indian Public	-	-		Others (Including NRI's)	47,951,052	6.15%		Sub Total (B)	535,868,690	68.60%		TOTAL	781,203,103	100.00%
S. No.	Category	No. of shares	%																																																																															
A Promoters holding:																																																																																		
1	Indian:																																																																																	
	Individual	5,805,316	0.74%																																																																															
	Bodies Corporate	239,529,097	30.66%																																																																															
	Sub Total	245,334,413	31.40%																																																																															
2	Foreign Promoters	Nil	Nil																																																																															
	Sub Total (A)	245,334,413	31.40%																																																																															
B Non-Promoters holding:																																																																																		
1	Institutional Investors	Nil	Nil																																																																															
2	Non-Institution:																																																																																	
	Private Corporate Bodies:																																																																																	
a)	Indian	100,751,524	12.90%																																																																															
b)	Foreign	369,462,520	47.29%																																																																															
c)	OCB	14,463,750	1.85%																																																																															
	Directors & Relatives	3,239,844	0.41%																																																																															
	Indian Public	-	-																																																																															
	Others (Including NRI's)	47,951,052	6.15%																																																																															
	Sub Total (B)	535,868,690	68.60%																																																																															
	TOTAL	781,203,103	100.00%																																																																															
(ix)	The proposed time within which the allotment shall be completed	The Company will complete the allotment of shares within a period of 60 days from the date of receipt of share application money																																																																																

(x)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	S. No.	Name of the proposed Allottee	%
		1.	Spank Management Services P Ltd	23.44%
(xi)	Change in control, if any in the Company that would occur consequent to the preferential offer	The change in control will not be diluted by allotment consequent to the preferential offer.		
(xii)	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	11,95,852 Equity Shares of Face value of Rs. 10 (Rupees Ten Only) each at an issue price of Rs.16.50 per equity share (including premium of Rs 6.50/- per share) for an aggregate consideration of Rs. 1,97,31,558/-(Rupees One Crore Ninety Seven Lacs Thirty One Thousand Five Hundred and Fifty Eight only), has been allotted on preferential basis to 11(Eleven) subscribing persons on 29 th October, 2015		
(xiii)	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.		

The members consent is sought to authorize the Board to issue Equity Shares on private placement basis to the persons in the manner set out in the resolution.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of shares that may be subscribed by them or Companies/firms in which they are interested.

Your Directors, therefore, recommend the resolution to be passed as Special resolution by the members.

2. APPROVAL FOR GRANT OF OPTIONS TO EMPLOYEES OF COMPANY

The Company has passed a resolution for fixing the maximum limit for grant of stock options upto a maximum of 47,00,000 (Forty Seven Lacs) to the employees of the Company in the Annual General Meeting of Company on 30th July, 2015, which is proposed to be revised now and hence, the resolution is proposed to be passed by way of special resolution.

The Directors, Key Managerial Personnel(s) of the Company are concerned or interested in the above resolution only to the extent to their eligibility for grant of the options in terms of

the ESOP Scheme of the Company. However, the relative of the Directors and KMP's, are not interested in the said resolution.

Your directors, therefore, recommend the resolution to be passed as Special resolution by the members.

3. APPROVAL FOR GRANT OF OPTIONS TO EMPLOYEES OF SUBSIDIARY(IES)/ASSOCIATE COMPANY

The Company has passed a resolution for fixing the maximum limit for grant of stock options upto a maximum of 29,50,000 (Twenty Nine Lacs Fifty Thousand) to the employees of the subsidiary/associate companies in the extra-ordinary general meeting of Company on 26th February, 2015, which is proposed to be revised now and hence, the resolution is proposed to be passed by way of special resolution.

The Directors, Key Managerial Personnel(s) of the Company are concerned or interested in the above resolution only to the extent to their eligibility for grant of the options in terms of the ESOP Scheme of the Company. However, the relative of the Directors and KMP's, are not interested in the said resolution.

Your directors, therefore, recommend the resolution to be passed as Special resolution by the members.

4. ISSUANCE OF SHARES ON EXERCISE OF VESTED OPTIONS IN TERMS OF THE ESOP SCHEME OF COMPANY

The members are informed that the Board of Directors has recommended for approval of shareholders, issuance and allotment upto a maximum of 1,12,50,155 Equity Shares of face value Rs 10/- each, in one or more tranches to the Employees on exercise of vested options by the employees on exercise price as per Employee Stock Option Program 2006 as amended from time to time ('ESOP Scheme') of the Company. As this may also entail offering of further shares to employees other than existing shareholders of the company, consent of the members is sought pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Act.

The members are further informed that the Board of Directors has also recommended providing further financial assistance to the ESOP Trust upto a maximum of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) for acquiring, purchasing and subscribing to the equity shares of the Company for the benefit of the Employees as per ESOP Scheme of the Company.

The details as required in terms of the Rule 16 (2) of the Companies (Share Capital and Debentures Rules are given in the table herein below :

(a)	Class of employees for whose benefit the scheme is being implemented and money is	The eligible 'Employees' as defined under the ESOP Scheme of the Company.
-----	---	---

	being provided for purchase of or subscription to shares	
(b)	Particulars of the trustee or employees in whose favor such shares are to be registered	The shares are registered in the name of Employees whose vested options are exercised through Krizm Hotels P Ltd Employee Welfare Trust ('ESOP Trust')
(c)	Particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any	Krizm Hotels P Ltd Employees Welfare Trust B-6/17, Safdarjung Enclave, New Delhi-110029 The Trustees as appointed are Resident Indian and are the employees of the Company and not related to the promoters, directors or key managerial personnel in any other way.
(d)	Interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof;	The Key managerial personnel, Directors are concerned or interested in the ESOP Scheme only to the extent of their eligibility for grant of the options in terms of the ESOP Scheme of the Company. The Promoters do not have any interest in the ESOP Scheme or Trust other than motivating and retaining the Employees and providing them the opportunity for wealth creation.
(e)	the detailed particulars of benefits which will accrue to the employees from the implementation of the scheme;	The ESOP Scheme provides the Employees the opportunity for wealth creation by participating in the share capital of the Company.
(f)	the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised	The vested options of the Employees identified based on criteria of seniority of the employee, length of service, performance record, merit of the employee, future potential contribution by the employee and / or any such other criteria in terms of the policy of the Company will be exercised through ESOP Trust. The voting rights in respect of the shares subscribed on the exercise of vested options will be exercised by the Employees on behalf of whom the vested options will be exercised by the Esop Trust.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except as mentioned herein above.

Your Directors, therefore, recommend the resolution to be passed as Special resolution by the members.

5. APPROVAL FOR ALTERATION OF ARTICLE 37 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The members are informed that as company is interested in bringing more directors, including independent directors, on the Board of the Company, therefore, it is proposed to increase the limit of maximum number of Directors on Board from Twelve (12) to Fourteen (14), under Article 37 of the Articles of Association of the Company, in accordance with the provisions of Section 149(1)(b) of the Companies Act, 2013.

The members are further informed that as per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company requires approval of shareholders of the Company by way of Special Resolution and hence the resolution is proposed for seeking approval of shareholders.

Copy of existing and amended Articles of Association of the Company will be available for inspection by members during business hours at the registered office of the Company.

None of the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

Your Directors, therefore, recommend the resolution to be passed as Special resolution by the members.

6. APPROVAL FOR RE-APPOINTMENT OF MR. PATANJALI G. KESWANI AS CHAIRMAN & MANAGING DIRECTOR ON THE REVISED REMUNERATION

I. GENERAL INFORMATION:

- 1) Nature of industry: The Company is engaged in the hotel business since 2004. The Company owns and operates hotels under three brands – ‘Lemon Tree Premier’, ‘Lemon Tree Hotels’ and ‘Red Fox Hotels’ in the upper-upscale, upscale and Mid-scale segments respectively.
- 2) Date of commencement/expected date of commencement of commercial production: The Company is in existence since 1992 and the first hotel of the Company started its operation in 2004.
- 3) Financial performance based on given indicators: Following is the financial performance of the Company for last 3 years:

	(In Rs.)		
Financial Year	2014-15	2013-14	2012-13
Total Income	2,245,846,927	1,945,770,923	1,458,874,727
Profit before Depreciation & amortisation and Tax	269,547,687	364,411,336	(54,131,883)
Profit/(Loss) after tax	(7,281,192)	144,586,470	(168,673,616)

4) Export performance and net foreign exchange collaborations:

Following is the export performance of the Company for last 3 Years:

	(In Rs.)		
Financial Year	2014-15	2013-14	2012-13
Earning in Foreign Currency	193,746,633	130,249,900	196,228,728

5) Foreign investments: The foreign investments (other than investment by NRI's) in the company stand at 49.34% of the issued and paid up Share Capital of Company.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

1. Name : Mr. Patanjali G. Keswani
2. Designation : Chairman & Managing Director
3. Age : 57 Years
4. Experience : 31 Years

Mr. Patanjali G. Keswani is B. Tech in Electrical Engineering from IIT Delhi and PGDBM (Finance and Marketing) from IIM Kolkata. He has had 15 years of experience with The Taj Group of Hotels, where his last role was as Senior Vice President & Chief Operating Officer of Taj Business Hotels. Subsequently he also worked with A.T. Kearney Inc., as Director in their India Office before promoting Lemon Tree Hotels in 2002 and since 03.08.2002, he has been associated with Lemon Tree Hotels in the capacity of Director and since 7.10.2002 in the capacity of Managing Director and was re-appointed as the Chairman & Managing Director for a period of three years w.e.f. 1st January, 2013. Further, he was also appointed as Chairman & Managing Director of Fleur Hotels P Ltd, subsidiary of Lemon Tree Hotels Ltd. with effect from 1st January, 2015, however, he has chosen to draw remuneration from Lemon Tree Hotels Ltd only.

(2) Past remuneration: During the previous financial year ended on 31st March, 2015, Mr. Patanjali G. Keswani earned a remuneration of Rs. 31,339,746/- in the capacity of Chairman & Managing Director of the Company, which includes the expenses incurred with respect to the Company Car provided to him.

(3) Recognition or awards:

Under the leadership of Mr. Patanjali G. Keswani, it has been constant endeavour of the Company to provide high quality services at the right prices to its customers, which is evident from the various awards received by the Company from time to time, some of the awards received by the Company during the year 2014 and 2015 are enumerated herein below:

- a) HICAP 2015 Sustainable Hotel Awards 2015 in the Sustainable Communities category for our commitment to practicing and expanding sustainable development as a standard practice in all our hotels

- b) Asian Human Capital Award, 2015 for innovative and Impactful people practices by Ministry of Manpower, Singapore and Human Capital Leadership Institute.
- c) Lemon Tree has received NASSCOM Award for Social Innovation in corporate (responsible business) category for a hotel chain creating visual aids and sign language for its differently-abled employees.
- d) Lemon Tree has received Mouthshut People's Choice Award 2015 for Lemon Tree Premier: Bangalore, Jaipur and New Delhi and for Republic of Noodles- Lemon Tree Premier, Jaipur 'I Ate Here Award'
- e) Groupon's Golden Spoon Award 2015: Citrus Cafe, Lemon Tree Premier, Delhi Airport.
- f) Times Food Award 2015: Best pan-Asian restaurant awarded to Republic of Noodles
- Lemon Tree Premier, HITEC City, Hyderabad
 - Lemon Tree Premier, Ulsoor Lake, Bangalore
- g) Cornell University Exemplary Practice Award 2014 for Lemon Tree Hotels' companywide inclusion program and initiative of hiring and supporting People with Disabilities.
- h) Nipman Foundation 'Equal opportunity Award' 2014
- i) Make My Trip Platinum Pick Award 2014
- Lemon Tree Premier, Ulsoor Lake, Bangalore
 - Lemon Tree Hotel, Dehradun
 - Red Fox Hotel, Hyderabad
- j) Lemon Tree Vembanad Lake Resort in Kerala wins CNBC Awaaz Travel Award 2014 as 'Best Budget Hotel'.
- k) Lemon Tree Premier, Jaipur Dainik Bhaskar Readers Choice Award 2014 for the most popular hotel in the North Area of the city- Lemon Tree Premier, Jaipur
- l) Certificate of Merit, National Energy Conservation Award 2014, to Red Fox Hotel, Hyderabad by Ministry of Power Government of India

(3) Job profile and his suitability:

Mr. Patanjali G. Keswani has been associated with the Company since 2002, when he anticipated the enormous latent demand for a right-priced upscale hotel product in India and launched Lemon Tree Hotels in 2002. He is the pioneer of the mid market hotel segment in India and has created the 'low cost carrier' equivalent of the hotel industry.

Mr. Keswani was inducted into the FHRAI (The Federation of Hotel and Restaurant Associations of India) Hall of Fame in 2010 and was also awarded the SATTE 2010 Hotelier for 'Best Mid-Market Developer' of hotels in India. He was also honoured by IIT Delhi for

outstanding contributions made by him as an Entrepreneur. He was again inducted into the 'Hall of Fame' at the Hotelier India Awards held in Gurgaon in 2012.

Under his leadership, Lemon Tree Hotels is today the fastest growing and largest mid-market and upscale hotel chain across India and has set new benchmarks in the hotel industry.

(4) Remuneration proposed in comparison with respect to remuneration in the industry:

The proposed remuneration is as detailed in the resolution at Item no. 1 to the Notice, which is proper for a person of his caliber in the hotel industry and for the contribution made by Mr. Keswani for making Lemon Tree Hotels Limited a valued brand in India.

(5) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any,

Apart from the managerial remuneration received by Mr. Patanjali G. Keswani, he also holds 1,805,468 Equity Shares of Rs. 10/- each of the Company in his individual capacity.

(6) Number of Meetings attended during the year:

Mr. Keswani has attended all the three (3) Board meetings of the Company held during the year 2015-16 till date.

(7) No.(s) of Other Directorships and Membership/Chairmanships of Committees of other Board of Mr. Keswani

Mr. Keswani holds directorships on Board of 18 other companies. He also holds membership in 6 committees of other Boards, out of which, he holds Chairmanships of 5 committees.

III. OTHER INFORMATION:

Reasons for loss or inadequate profits, steps taken for improvement and expected increase in profits: Due to the depressed market conditions, the profits of the Company have been affected. The Company has taken various sales and marketing initiatives to increase revenue, which are showing positive results and the Company is expecting an increase in the profitability in the coming years.

IV. DISCLOSURES:

The Company does not pay any remuneration including bonus, commission, sitting fees, stock options, pension, etc. to other directors of the Company except to Mr. Rattan Keswani in the capacity of Deputy Managing Director of the Company.

The Board therefore recommends the Special Resolution for approval of the Members of the Company for the re-appointment of Chairman & Managing Director of the company on the revised remuneration w.e.f. 1st January, 2016.

This explanation together with the accompanying notice is and should be treated as an abstract of the terms of payment of remuneration to Mr. Patanjali G. Keswani as required to be circulated to the members of the Company in accordance with Section 190 of the Companies Act, 2013.

Mr. Patanjali G. Keswani, himself, and Mrs. Ila Dubey (Sister of Mr. Keswani) and Mr. Aditya Madhav Keswani (Son of Mr. Keswani), Directors of the Company, being relative may be deemed to be concerned or interested in the resolution. Save and except the above, none of the other Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

7. APPROVAL FOR ENTERING INTO TRANSACTIONS FOR ACQUISITION OF OFFICE SPACE FROM TOUCAN REAL ESTATES PVT. LTD.

The members are apprised that the Company has certain rights, interests, obligation in the office space admeasuring 9900 sq. ft. in the commercial complex at Sector 60, Gurgaon being developed by Toucan Real Estates Pvt. Ltd.

The members are further apprised that it is proposed to acquire further area of approx 17,100 sq. ft., thus increasing the existing area of 9900 sq. ft. for office space to total area of approx 27,000 sq. ft. along with 30 car parkings at the aforesaid commercial complex. The total consideration for the entire area of approx 27000 sq. ft. would amount to a maximum of Rs. 22 Crores.

The proposed transaction for execution of conveyance/sale deed and other related documents for acquisition of property is a related party transaction and following disclosure is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

(i)	Name of the related party	Toucan Real Estate Private Limited (‘ Developer/Related Party ’)
	Nature of relationship	Mr. Patanjali G. Keswani, Chairman & Managing Director of the Company is a Director And Member of Related Party
(ii) & (iii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement and Material terms, monetary value and particulars of the contract or arrangement	Conveyance/Sale deed for acquisition of office space for entire area of approx 27,000 sq. ft. with 30 car parking in the commercial complex at Sector-60, Gurgaon being developed by Toucan Real Estates P Ltd. (“Property”). The total consideration for the entire area of approx 27000 sq. ft. would amount to a maximum of Rs. 22 Crores. Apart from this, the transfer, stamp duty and other charges as applicable under the laws will have to be borne by the Company.

(iv)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	No advance has been paid by the Company to the Related Party for the acquisition of the further area proposed to be acquired.
(v)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the market value of the property.
(vi)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
(vii)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for execution of conveyance/sale deed for acquisition of right, title and interest for office space in the said commercial space is for the furtherance of business activities of the Company and is advantageous for the Company and the Related Party and is in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto

The shareholders consent is sought to authorize the Company to execute conveyance/sale deed and related docs for acquisition of office space from the Related.

Mr. Patanjali G. Keswani, himself, and his relatives i.e. Mrs. Ila Dubey (Sister of Mr. Keswani) and Mr. Aditya Madhav Keswani (Son of Mr. Keswani), Directors of the Company may be deemed to be concerned or interested in the resolution. Save and except the above, none of the other Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

The Board of Directors recommends the Ordinary resolution for approval of the members.

**BY ORDER OF THE BOARD
FOR LEMON TREE HOTELS LIMITED**

DATE: 17.03.2016

PLACE: New Delhi

**SD/-
SUMAN SINGH
AGM & GROUP COMPANY SECRETARY**

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74899DL1992PLC049022
Name of the company : Lemon Tree Hotels Limited
Registered Office : Asset No. 6, Aerocity Hospitality District,
New Delhi-110037

Name of the member(s):

Registered address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ~~Annual General meeting~~/Extraordinary general meeting of the company, to be held on the 31st day of March, 2016 At 04.30 ~~a.m.~~/p.m. at Asset No. 6, Aerocity Hospitality District, New Delhi and at any adjourned thereof:

I direct my Proxy to vote on the resolutions in the manner as indicated below:

Resolutions For/ Against

Agenda	Voting instructions
Item No. 1 (of the notice for EGM, dated 31 st March, 2016)	
Item No. 2 (of the notice for EGM, dated 31 st March, 2016)	
Item No. 3 (of the notice for EGM, dated 31 st March, 2016)	
Item No. 4 (of the notice for EGM, dated 31 st March, 2016)	
Item No. 5 (of the notice for EGM, dated 31 st March, 2016)	
Item No. 6 (of the notice for EGM, dated 31 st March, 2016)	
Item No. 7 (of the notice for EGM, dated 31 st March, 2016)	

Signed this on day of2016

Signature of shareholder

Signature of Proxy holder(s)

Revenue
Stamp
Re. 1/-

INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
6. This is optional. Please put For/Against in the appropriate column against the Resolutions indicated in the Box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.

LEMON TREE HOTELS LIMITED

CIN: U74899DL1992PLC049022

Regd. Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037

Telephone No.: 011-46050101; Fax: 011-46050110

E hi@lemontreehotels.com; Website: www.lemontreehotels.com

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING

Date: 31st March, 2016; Time: 04.30 p.m.

Venue: Asset No. 6, Aerocity Hospitality District, New Delhi-110037

I / We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 on Thursday, 31st March, 2016 at 04.30 p.m.

Member's Folio & Name

Member's/Authorised
Representative/Proxy's
name in Block Letters

Member's/Authorised
Representative/Proxy's
Signature

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.
3. Electronic copy of Notice of the Extra Ordinary General Meeting (EGM) alongwith proxy form and the attendance slip has been/is being sent to all the members whose email address is registered with the Company unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
4. Physical copy of the Notice of the EGM along with the proxy form and attendance slip is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ROUTE MAP

